

K&L|GATES

K&L Gates LLP
A Delaware limited liability partnership
One Newark Center, Tenth Floor
Newark, NJ 07102-5285

T 973.848.4000 www.klgates.com

July 25, 2011

Dawn M. Monsen
D 973.848.4148
F 973.848.4001
dawn.monsen@klgates.com

VIA ELECTRONIC AND REGULAR MAIL

Benjamin S. Lippard, Esq.
Vinson & Elkins LLP
The Willard Office Building
1455 Pennsylvania Avenue NW
Suite 600
Washington, DC 20004-1008

RE: AECOM Newark Bay CWCM Invoices

Dear Ben:

Consistent with the process employed with respect to the Lower Passaic River/Newark Bay Physical Water Column Monitoring survey as outlined in our letter agreement dated May 27, 2010, I am writing to confirm our understanding with respect to the processing of AECOM's invoices for the Newark Bay portion of the Lower Passaic River/Newark Bay Chemical Water Column Monitoring program ("Newark Bay Invoices"). Since Tierra Solutions, Inc. ("Tierra") does not have a contract with AECOM directly, in the interest of efficiency, it has requested that the Newark Bay Invoices be processed through the Environmental Remediation Trust (the "Trust"). To that end, AECOM will submit each Newark Bay Invoice to de maximis, inc. ("dmi"), with a copy to Tierra, and dmi will, in turn, arrange for an invoice in an equal amount to be issued to Tierra from the Trust. Upon receipt of payment from Tierra, dmi will arrange for payment of the Newark Bay Invoice to be made to AECOM from the Trust.

This arrangement is being carried out for the convenience of Tierra and AECOM, and nothing shall be construed to create any liability on behalf of dmi, K&L Gates LLP, or the Lower Passaic River Study Area Cooperating Parties Group in relation to work being conducted in the Newark Bay portion of the Lower Passaic River/Newark Bay Chemical Water Column Monitoring program.

Assuming this letter is consistent with your understanding of the arrangement we agreed upon, kindly sign below and return this original letter to me.

Very truly yours,


Dawn M. Monsen

Agreed: 
Benjamin S. Lippard, Esq., Counsel to Tierra Solutions, Inc.

Anthony P. La Rocca, Administrative Partner, New Jersey